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ACCOUNT NO. : 072100000032
REFERENCE : 967412 11440A
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 17 PM 2:57

ORDER DATE : January 17, 2001
ORDER TIME : 12:02 PM
ORDER NO. : 967412-005
CUSTOMER NO: 11440A
CUSTOMER: Ms. Stephenie A. Fenton
Roman & Roman, P.a.

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*****78.75 *****78.75

Suite #1
2196 Main Street
Dunedin, FL 34698

DOMESTIC FILING

NAME: GEMS OF FIRE ART GALLERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick - EXT. 1150
EXAMINER'S INITIALS:

RECEIVED
01 JAN 17 PM 1:00
DIVISION OF CORPORATION

gn
1/17/01

EFFECTIVE DATE

01/12/01

ARTICLES OF INCORPORATION
OF
GEMS OF FIRE ART GALLERY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 17 PM 2:58

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the Corporation is **GEMS OF FIRE ART GALLERY, INC.**

ARTICLE II - Commencement and Duration

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Principal Office

The initial principal office of the Corporation will be located at 460 5th Ave., Naples, Florida 34102.

ARTICLE V - Stated Capital

The Corporation is authorized to issue 1,000 shares of common stock at ONE DOLLAR (\$1.00) par value per share.

ARTICLE VI - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the Shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the Shareholders. The Corporation shall have two (2)

directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and street address of the initial Directors who shall hold office until their successors, who shall be chosen at the first meeting of the Shareholders, have been qualified shall be:

<u>Name</u>	<u>Address</u>
Lucien T. Benisti	2352 Surrey Lane Clearwater, FL 33763
Rona Jean Rollins	2352 Surrey Lane Clearwater, FL 33763

ARTICLE VII - Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX - Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the Shareholders of the Corporation, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE X - Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
ROMAN & ROMAN, P.A.	2196 Main Street, Suite L Dunedin, FL 34698

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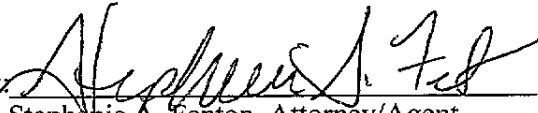
ARTICLE XI - Initial Registered Office and Registered Agent

The initial Registered Agent and its address at the Registered Office of the Corporation is: Roman
& Roman, P.A., 2196 Main Street, Suite L, Dunedin, Florida 34698.

Acknowledgment of Registered Agent

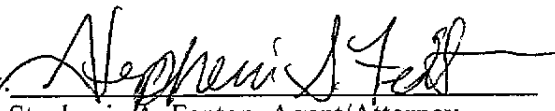
Having been named to accept service of process for the above-stated Corporation, at the place
designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply
with the provisions of said Act relative to keeping open said office.

ROMAN & ROMAN, P.A.

By: 
(Stephanie A. Fenton, Attorney/Agent)

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of
Incorporation this 17 day of January, 2001.

ROMAN & ROMAN, P.A.

By: 
(Stephanie A. Fenton, Agent/Attorney)